



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO

13597-A
FILED 1425

MAY 12 1990 -10 55 AM

INTERSTATE COMMERCE COMMISSION

0-163A004

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2385
Docket No. BN 15383

FEDERAL EXPRESS

June 7, 1990

RECORDATION NO

13596-A
FILED 1425

MAY 12 1990 -10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

JUN 12 10 59 AM '90
MOTOR OPERATING UNIT

Re: Document for Recordation: Bill of Sale to
Burlington Northern Inc. (now Burlington Northern
Railroad Company) Lease of Railroad Equipment,
Dated as of February 15, 1982

Dear Ms. Lee:

I am enclosing three verified copies of the document
described below to be recorded pursuant to Section
11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a
Bill of Sale, dated April 30, 1990, by which all right,
title and interest in and to the existing equipment
covered by the Burlington Northern Railroad Company
Lease of Railroad Equipment, dated as of February 15,
1982, is conveyed to Burlington Northern Railroad
Company.

The primary documents to which the Bill of Sale is
connected, were recorded with the Interstate Commerce
Commission on March 16, 1982, and assigned Recordation
Nos. 13596 and 13597.

The names and addresses of the parties to the
transaction are:

Ms. Mildred Lee
June 7, 1990
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Seller: Metlife Capital Credit Corporation
Ten Stamford Forum
Stamford, Connecticut 06901

Purchaser: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Bill of Sale is shown on Exhibit A of said document.

A fee of \$30.00 is enclosed for recording the Bill of Sale. Please return any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale, dated April 30, 1990, to the Burlington Northern Railroad Company Lease of Railroad Equipment (ICC Recordation Nos. 13596 and 13597, March 16, 1982), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM:tmh/FINA0077.DOC

Enclosures

VERIFICATION

RECORDATION NO 13524-A FILED 1425

MAY 12 1990 -10 55 AM

INTERSTATE COMMERCE COMMISSION

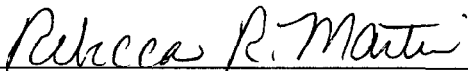
STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

Francis T. Kelly, Securities and Finance Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.

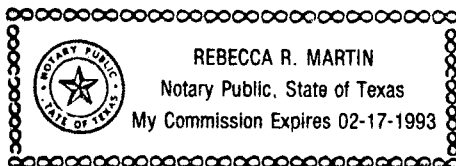


Francis T. Kelly

Subscribed and sworn to before me
this 7th day of June, 1990.



Notary Public in and for
the State of Texas



BILL OF SALE

METLIFE CAPITAL CREDIT CORPORATION ("Seller") in consideration of the covenants and conditions contained herein which Buyer accepts and acknowledges by acceptance hereof and Two Million

(\$2,000,000.00) Dollars lawful money of the United States to it paid by Burlington Northern Railroad ("Buyer") the receipt whereof is hereby acknowledged by these presents does sell, assign, transfer and convey, and has delivered unto Buyer, its assigns and its successors, all of Seller's right, title and interest in and to the personal property as set forth herein, to have and to hold the same unto Buyer, its assigns and successors forever. That certain property is more specifically described as:

Per the attached Exhibit A.

Seller warrants that it is the lawful owner of the subject property, free from any and all encumbrances, liens or claims; that it has the right and authority to bargain and sell such property and further covenants that it will warrant and defend Buyer's title against all lawful claim and lawful demand of any person claiming title through Seller.

THIS SALE IS MADE ON AN "AS IS, WHERE IS" BASIS AND SELLER MAKES NO REPRESENTATION OR WARRANTY, OTHER THAN AS ABOVE, AS TO THE EQUIPMENT OR ITS CONDITION, MERCHANTABILITY, FITNESS OR FITNESS FOR A PARTICULAR PURPOSE.

Buyer further covenants and agrees not to assert against Seller any claim or defense which it may now or in the future have against Seller except as provided herein, and to hold Seller harmless from any and all claims whatsoever of any person, relating to or arising out of the manufacture, purchase, lease, sale, possession or operation of the property herein.

IN CONSIDERATION WHEREOF, METLIFE CAPITAL CREDIT CORPORATION has caused this Bill of Sale to be executed on its behalf by its duly authorized officer this 30th day of April, 1990.

METLIFE CAPITAL CREDIT CORPORATION

By: 

J.T. Miller

Title:

Vice President, Remarketing

EXHIBIT A

Grp	Lease BN 15383 Exp 2-1-90 Description	# of	LV Each	LV Total	pur price Each	Purch Total	Pur as % of LV
X 01	Anch. Appl. Racine AF	6	20670	124020	2500	15000	12.09
X 02	A/C IngRand DZ/ROT P175	5	8128	40640	1200	6000	14.76
	DZ/ROT 250-WD	3	14139	42417	1800	5400	12.73
	D/ZROT DR 365	1	18127	18127	2200	2200	12.14
X 03	Adzer Nordberg CZ	8	28105	224840	1000	8000	3.56
X 06	Regulator-Kershaw 24-1	6	43025	258150	2000	12000	4.65
	Regulator-Kershaw 26-2-1	17	72911	1239487	12000	204000	16.46
X 09	Power wrench	3	5704	17112	300	900	5.26
X 11	On Trk Br Cutter-RMC HD-28	3	135012	405036	15000	45000	11.11
X 12	BURRO Model 40 975069	1	223055	223055	35000	35000	15.69
X 14	Loc Crane PE Ohio DE400 975431	1	631445	631445	210000	210000	33.26
	Loc Crane noPE Ohio DE400 5432	1	483125	483125	158000	158000	32.70
X 15	Truck Crane L.G. HR 32-R	1	155982	155982	28000	28000	17.95
X 16	Gallion 150 - F HR/DBL Flng	2	127220	254440	16000	32000	12.58
	Gallion 150 - F HR/DBL Flng	8	115970	927760	16000	128000	13.80
X 17	Bridge Tmbr Handler: Ker 11-3-2	1	38110	38110	8000	8000	20.99
X 18	Cribber-Kershaw brush 16-1	1	10740	10740	2000	2000	18.62
X 23	Tie Drill - Nordberg SPG KT	4	10695	42780	200	800	1.87
X 24	Pettibone 441 - BD HR	3	114681	344043	18000	54000	15.70
	Gallion ML 40 HR	1	103900	103900	12000	12000	11.55
	Gallion ML 40 HR	1	107250	107250	12000	12000	11.19
	Terex 72-31 B	1	97187	97187	20000	20000	20.58
	Terex 72-31 B	1	91335	91335	20000	20000	21.90
	Terex 72-61	1	149263	149263	35000	35000	23.45
	Intl. Harv. 530	1	81782	81782	18000	18000	22.01
X 32	Loader/Mower MF 30B	6	19881	119286	2800	16800	14.08
	Bk Ho / Ldr MF 40B	5	27172	135860	3800	19000	13.98
X 38	Rail Lifter - Fairmont W86-F	12	6825	81900	1000	12000	14.65
X 40	Tie Saw/Shear - Fairmont W114-B	4	68472	273888	2000	8000	2.92
	Tie Saw/Shear - Kershaw 37-1	2	63795	127590	2000	4000	3.14
X 42	Scarifier - Kershaw Ex.R. 34-3	2	50155	100310	6000	12000	11.96
X 44	Spiker - Nordberg Hydra - D B	3	71400	214200	6000	18000	8.40
	Spiker - RMC Zapper - D	5	73718	368590	6000	30000	8.14
	Spiker-RMC Zapper GA	8	73997	591976	12000	96000	16.22
	Spiker - Fairmont W96-B-3-4	2	72314	144628	12000	24000	16.59
X 45	Dual Driver - Safetran SD-80	4	9004	36016	250	1000	2.78
X 47	Spike Puller - Fairmont W84	10	7078	70780	1000	10000	14.13
	Spike Puller - Fairmont W113-B-2	2	19597	39194	3500	7000	17.86
	Spike Puller - Nordberg BP	3	27430	82290	2500	7500	9.11
X 53	Jr. Tamper - Plasser PTY 16	3	58114	174342	3000	9000	5.16
	Jr. Tamper - Tamper M-1 A/H EA	10	77584	775840	10000	100000	12.89
X 54	Pr Tmpr-Jksn trs sw 6500E	1	170815	170815	32000	32000	18.73
	Pr Tmpr-Tmpr M1 swEAS-JDG	6	135508	813048	25000	150000	18.45
X 56	Sw Tmpr-TmprM1 A/H EAS	5	90623	453115	15000	75000	16.55
X 60	Tie Crane - RTW TH 2170-A	1	38494	38494	6000	6000	15.59
	Tie Crane - RTW TH 2181-A	12	29700	356400	6000	72000	20.20
	Tie Crane - Kershaw 12-2-2	20	28950	579000	6000	120000	20.73
X 61	Tie Injector - Kershaw 39-2	5	68320	341600	4000	20000	5.85
X 66	Tie Sprayer - Fairmont	2	6581	13162	200	400	3.04
X 82	Rail Heater - Teleweld	7	32100	224700	6000	42000	18.69
X 85	Tie Plate Retriever - Holly 45	6	15575	93450	2000	12000	12.84
X 88	Car Top Loader - Tr. Lease Stork	1	151237	151237	25000	25000	16.53
Total		228		12683737		2000000	15.77